

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:   
K-V Discovery Solutions, Inc., et al.,<sup>1</sup> : Case No. 12-13346 (ALG)  
:   
Reorganized Debtors. : (Jointly Administered)  
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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF  
INTERIM AND FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the third and fourth interim and final fee applications (the “**Applications**”) filed by the professionals (collectively, the “**Professionals**”) listed on **Exhibit A** hereto, and retained in the chapter 11 cases of the debtors and debtors in possession in the above-captioned cases (the “**Debtors**”), for allowance of compensation for professional services rendered and expenses incurred during the period commencing August 4, 2012 through September 15, 2013; and a hearing having been held before this Court to consider the Applications on December 11, 2013; and due and proper notice of the Applications having been given and no further notice needing to be given; and the Court having determined that the relief requested in the Applications is reasonable and proper; and informal comments to certain of the Applications having been received by certain Professionals from the Office of the United States Trustee; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

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<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) K-V Discovery Solutions, Inc. (7982); (ii) DrugTech Corporation (3690); (iii) FP1096, Inc. (3119); (iv) K-V Generic Pharmaceuticals, Inc. (7844); (v) K-V Pharmaceutical Company (8919); (vi) K-V Solutions USA, Inc. (4772); (vii) Ther-Rx Corporation (3624); and (viii) Zeratech Technologies USA, Inc. (6911). The Debtors’ executive headquarters are located at 16640 Chesterfield Grove, Suite 200, Chesterfield, MO 63005.

ORDERED, ADJUDGED and DECREED that:

1. The Applications are granted on an interim and final basis to the extent set forth herein.

2. Compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is allowed on an interim and final basis in the amounts set forth on **Exhibit A** attached hereto, and the Debtors are authorized and directed to pay each Professional the fees set forth on **Exhibit A**, less any amounts previously paid on account of such fees.

3. Reimbursement to Professionals for expenses incurred during the time periods set forth in the Applications is allowed on an interim and final basis in the amounts set forth on **Exhibit A** attached hereto, and the Debtors are authorized and directed to pay each Professional the expenses set forth on **Exhibit A**, less any amounts previously paid on account of such expenses.

4. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Order.

5. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: New York, New York  
December 11, 2013

**s/Allan L. Gropper**  
HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

CASE NUMBER: 12-13346 (ALG) (Jointly Administered)  
CASE NAME: K-V Discovery Solutions, Inc., et al.

**THIRD INTERIM FEE PERIOD: March 1, 2013 to June 30, 2013<sup>1</sup>**

***Debtors' Professionals***

APPLICANT	DATE/ DOCUMENT NO. OF APPLICATION	INTERIM FEES REQUESTED	FEES ALLOWED (INCLUDING FEES HELD BACK)	FEES TO BE PAID FOR CURRENT FEE PERIOD	FEES TO BE PAID FOR PRIOR FEE PERIODS (IF ANY) (I.E., HOLDBACK RELEASE)	TOTAL FEES TO BE PAID	INTERIM EXPENSES REQUESTED	TOTAL EXPENSES TO BE PAID FOR CURRENT FEE PERIOD
Willkie Farr & Gallagher LLP	September 16, 2013 [Docket No. 1126]	\$2,606,108.00	\$2,606,108.00	\$2,606,108.00	\$0.00	\$2,606,108.00	\$62,933.95	\$62,933.95
Ernst & Young LLP	September 16, 2013 [Docket No. 1127]	\$102,271.50	\$102,271.50	\$102,271.50	\$0.00	\$102,271.50	\$1,202.43	\$1,202.43
Jefferies LLC (f/k/a Jefferies & Company, Inc.)	September 16, 2013 [Docket No. 1128]	\$500,000.00	\$500,000.00	\$500,000.00	\$0.00	\$500,000.00	\$73,294.95	\$73,294.95
Williams & Connolly LLP	September 12, 2013 [Docket No. 1112]	\$260,057.00	\$260,057.00	\$260,057.00	\$0.00	\$260,057.00	\$3,941.61	\$3,941.61
Dentons US LLP (f/k/a SNR Denton US LLP)	September 16, 2013 [Docket No. 1122]	\$1,194,339.50	\$1,194,339.50	\$1,194,339.50	\$0.00	\$1,194,339.50	\$49,718.78	\$49,718.78

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

<sup>1</sup> The hearing on the interim fee applications for the period March 1, 2013 to June 30, 2013 was adjourned to December 11, 2013.

*Creditors' Committee Professionals*

APPLICANT	DATE/ DOCUMENT NO. OF APPLICATION	INTERIM FEES REQUESTED	FEES ALLOWED (INCLUDING FEES HELD BACK)	FEES TO BE PAID FOR CURRENT FEE PERIOD	FEES TO BE PAID FOR PRIOR FEE PERIODS (IF ANY) (I.E., HOLDBACK RELEASE)	TOTAL FEES TO BE PAID	INTERIM EXPENSES REQUESTED	TOTAL EXPENSES TO BE PAID FOR CURRENT FEE PERIOD
Stroock & Stroock & Lavan LLP	September 16, 2013 [Docket No. 1123]	\$1,477,295.50	\$1,477,295.50	\$1,477,295.50	\$0.00	\$1,477,295.50	\$13,573.75	\$13,573.75
Duff & Phelps, LLC	September 16, 2013 [Docket No. 1124]	\$450,000.00	\$450,000.00	\$450,000.00	\$0.00	\$450,000.00	\$7,553.81	\$7,553.81
Arnall Golden Gregory LLP	September 16, 2013 [Docket No. 1125]	\$14,435.00	\$14,435.00	\$14,435.00	\$0.00	\$14,435.00	\$0.00	\$0.00
Curtis, Mallet- Prevost, Colt & Mosle LLP	September 13, 2013 [Docket No. 1116] <sup>2</sup>	\$15,381.00	\$15,381.00	\$15,381.00	\$0.00	\$15,381.00	\$572.88	\$572.88

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

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<sup>2</sup> Curtis, Mallet-Prevost, Colt & Mosle LLP filed an application for interim and final allowance of compensation for professional services rendered and reimbursement of expenses incurred for the period December 11, 2012 through June 30, 2013.

**FOURTH INTERIM FEE PERIOD: July 1, 2013 to September 15, 2013**

***Debtors' Professionals***

<b>APPLICANT</b>	<b>DATE/ DOCUMENT NO. OF APPLICATION</b>	<b>INTERIM FEES REQUESTED</b>	<b>FEES ALLOWED (INCLUDING FEES HELD BACK)</b>	<b>FEES TO BE PAID FOR CURRENT FEE PERIOD</b>	<b>FEES TO BE PAID FOR PRIOR FEE PERIODS (IF ANY) (I.E., HOLDBACK RELEASE)</b>	<b>TOTAL FEES TO BE PAID</b>	<b>INTERIM EXPENSES REQUESTED</b>	<b>TOTAL EXPENSES TO BE PAID FOR CURRENT FEE PERIOD</b>
Willkie Farr & Gallagher LLP	October 31, 2013 [Docket No. 1200]	\$1,485,610.50	\$1,485,610.50	\$1,485,610.50	\$0.00	\$1,485,610.50	\$32,578.66	\$32,578.66
Ernst & Young LLP	October 31, 2013 [Docket No. 1197]	\$65,149.50 <sup>3</sup>	\$65,149.50	\$65,149.50	\$0.00	\$65,149.50	\$0.00	\$0.00
Jefferies LLC (f/k/a Jefferies & Company, Inc.)	October 31, 2013 [Docket No. 1198]	\$4,666,129.03	\$4,666,129.03	\$4,666,129.03	\$0.00	\$4,666,129.03	\$34,858.04	\$34,858.04
Williams & Connolly LLP	October 31, 2013 [Docket No. 1199]	\$9,775.50	\$9,775.50	\$9,775.50	\$0.00	\$9,775.50	\$473.81	\$473.81
Dentons US LLP (f/k/a SNR Denton US LLP)	October 31, 2013 [Docket No. 1194]	\$427,437.45 <sup>4</sup>	\$427,437.45	\$427,437.45	\$0.00	\$427,437.45	\$5,384.34	\$5,384.34

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

<sup>3</sup> The total fees requested for the fourth interim period reflects a voluntary reduction of \$1,000 pursuant to discussions with the United States Trustee.

<sup>4</sup> The total fees requested for the fourth interim period reflects a voluntary reduction of \$5,000 pursuant to discussions with the United States Trustee.

*Creditors' Committee Professionals*

APPLICANT	DATE/ DOCUMENT NO. OF APPLICATION	INTERIM FEES REQUESTED	FEES ALLOWED (INCLUDING FEES HELD BACK)	FEES TO BE PAID FOR CURRENT FEE PERIOD	FEES TO BE PAID FOR PRIOR FEE PERIODS (IF ANY) (I.E., HOLDBACK RELEASE)	TOTAL FEES TO BE PAID	INTERIM EXPENSES REQUESTED	TOTAL EXPENSES TO BE PAID FOR CURRENT FEE PERIOD
Stroock & Stroock & Lavan LLP	October 31, 2013 [Docket No. 1204]	\$1,500,329.50	\$1,500,329.50	\$1,500,329.50	\$0.00	\$1,500,329.50	\$127,140.62	\$127,140.62
Duff & Phelps, LLC	October 31, 2013 [Docket No. 1202]	\$281,250.00	\$281,250.00	\$281,250.00	\$0.00	\$281,250.00	\$6,358.45	\$6,358.45
Arnall Golden Gregory LLP	October 31, 2013 [Docket No. 1201]	\$8,962.50	\$8,962.50	\$8,962.50	\$0.00	\$8,962.50	\$30.00	\$30.00

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

**FINAL FEE PERIOD: August 4, 2012 to September 15, 2013**

***Debtors' Professionals***

<b>APPLICANT</b>	<b>DATE/ DOCUMENT NO. OF APPLICATION</b>	<b>TOTAL FEES REQUESTED</b>	<b>TOTAL FEES TO BE PAID FOR FINAL PERIOD</b>	<b>TOTAL EXPENSES REQUESTED</b>	<b>TOTAL EXPENSES TO BE PAID FOR FINAL PERIOD</b>
Willkie Farr & Gallagher LLP	October 31, 2013 [Docket No. 1200]	\$9,134,317.00 <sup>5</sup>	\$9,109,317.00 <sup>6</sup>	\$231,279.06	\$231,279.06
Epiq Bankruptcy Solutions, LLC	October 31, 2013 [Docket No. 1195]	\$128,488.20	\$128,488.20	\$0.00	\$0.00
Ernst & Young LLP	October 31, 2013 [Docket No. 1197]	\$211,746.50	\$211,746.50 <sup>7</sup>	\$1,202.43	\$1,202.43
Jefferies LLC (f/k/a Jefferies & Company, Inc.)	October 31, 2013 [Docket No. 1198]	\$6,875,000.00	\$5,875,000.00 <sup>8</sup>	\$315,083.96	\$315,083.96
Williams & Connolly LLP	October 31, 2013 [Docket No. 1199]	\$478,557.75	\$478,557.75	\$6,049.52	\$6,049.52
Dentons US LLP (f/k/a SNR Denton US LLP)	October 31, 2013 [Docket No. 1194]	\$3,318,806.35	\$3,313,806.35 <sup>9</sup>	\$89,568.47	\$89,568.47

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

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<sup>5</sup> The total fees requested reflects a voluntary reduction of \$217,110.51.

<sup>6</sup> The total fees to be paid for the final period reflects an additional voluntary reduction of \$25,000 pursuant to discussions with the United States Trustee.

<sup>7</sup> The total fees to be paid for the final period reflects a voluntary reduction of \$2,000 pursuant to discussions with the United States Trustee.

<sup>8</sup> The total fees to be paid for the final period reflects a voluntary reduction of the crediting and fee discount modifications request in the Final Fee Application in the amount of \$1,000,000 pursuant to agreement between the Debtors and Jefferies LLC.

<sup>9</sup> The total fees to be paid for the final period reflects a voluntary reduction of \$5,000 pursuant to discussions with the United States Trustee.



*Creditors' Committee Professionals*

APPLICANT	DATE/ DOCUMENT NO. OF APPLICATION	TOTAL FEES REQUESTED	TOTAL FEES TO BE PAID FOR FINAL PERIOD	TOTAL EXPENSES REQUESTED	TOTAL EXPENSES TO BE PAID FOR FINAL FEE PERIOD
Stroock & Stroock & Lavan LLP	October 31, 2013 [Docket No. 1204]	\$5,926,309.00	\$5,827,309.00 <sup>10</sup>	\$208,544.37	\$208,544.37
Duff & Phelps, LLC	October 31, 2013 [Docket No. 1202]	\$2,955,201.61	\$2,955,201.61	\$28,784.59	\$28,784.59
Arnall Golden Gregory LLP	October 31, 2013 [Docket No. 1201]	\$82,826.50	\$82,826.50	\$838.87	\$838.87
Curtis, Mallet-Prevost, Colt & Mosle LLP	September 13, 2013 [Docket No. 1116] <sup>11</sup>	\$246,539.00	\$246,539.00	\$11,102.06	\$11,102.06

EXHIBIT A

DATE: 12/11/2013

INITIALS: ALG USBJ

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<sup>10</sup> The total fees to be paid for the final period reflects a voluntary reduction of \$99,000 pursuant to an agreement between the Debtors and Stroock & Stroock & Lavan LLP.

<sup>11</sup> Curtis, Mallet-Prevost, Colt & Mosle LLP filed an application for interim and final allowance of compensation for professional services rendered and reimbursement of expenses incurred for the period December 11, 2012 through June 30, 2013.